

Form TPO-1104 (Rev. 10/02)
GMS No. 0651-0027 (exp. 5/30/2005)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <u>Collins Medical Inc.</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Massachusetts</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Ferraris Medical, Inc.</u> Internal Address: _____ Address: _____ Street Address: <u>4 Center Drive</u> City: <u>Orchard</u> State: <u>NY</u> Zip: <u>14127</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>New York</u> <input type="checkbox"/> Other _____</p> <p>If assignor is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from this form) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>03/27/2003</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>2350723 1152237 1174998</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed</p> <p>Name: <u>Cynthia R. Smith, Esq.</u> Internal Address: _____ Street Address: <u>1515 Arapahoe Street</u> <u>Lower I, Suite 1000</u> City: <u>Denver</u> State: <u>CO</u> Zip: <u>80202</u></p>	<p>6. Total number of applications and registrations involved: <u>3</u></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>90.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>501374</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
<p>DO NOT USE THIS SPACE</p>	
<p>9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</p> <p><u>Cynthia R. Smith, Esq.</u> <u>Cynthia R. Smith</u> <u>3.26.04</u> Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and documents: <u>4</u></p>	

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20235

CH \$90.00 601374 2350723

**CERTIFICATE OF MERGER
OF COLLINS MEDICAL INC. INTO FERRARIS MEDICAL INC.
UNDER SECTION 905 OF THE NEW YORK BUSINESS CORPORATION LAW**

The undersigned corporations, pursuant to Section 905 of the New York Business Corporation Law, hereby execute the following Certificate of Merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>	<u>Date of Incorporation</u>
Collins Medical Inc.	Massachusetts	August 27, 1998
Ferraris Medical Inc.	New York	February 23, 1984

ARTICLE TWO

The surviving corporation shall be Ferraris Medical Inc.

ARTICLE THREE

The designation and number of outstanding shares of each class and series and the related voting rights, for each constituent corporation, are as follows:

- (a) There are 100 shares of Collins Medical Inc., common stock outstanding, all of which are owned by Ferraris Medical Inc.
- (b) There are 3,779 shares of Ferraris Medical Inc. common stock outstanding.

ARTICLE FOUR

The effective date of the merger shall be September 2, 2003.

ARTICLE FIVE

The merger, and this Certificate of Merger were authorized by the Board of Directors of Ferraris Medical Inc. on August 27, 2003.

ARTICLE SIX

Collins Medical Inc.'s authority to transact business in New York as a foreign corporation was annulled on June 26, 2002 pursuant to Section 203-b of the Tax Law.

ARTICLE SEVEN

Ferraris Medical Inc. shall cause a copy of the Certificate of Merger, certified by the Department of State, to be filed in the office of the clerk of each county in which the office of a constituent corporation, other than the surviving corporation, is located, and in the office of the official who is the recording officer of each county in New York, in which real property of a constituent corporation, other than Ferraris Medical Inc. is situated.

IN WITNESS WHEREOF each of undersigned corporations has caused this Certificate of Merger to be executed in its name on this 27th day of August, 2003.

FERRARIS MEDICAL INC.

By: SD
Name: Simon Dighton
Title: Secretary

COLLINS MEDICAL, INC.

By: SD
Name: Simon Dighton
Title: Secretary